

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

RESIDENTIAL CAPITAL, LLC, et al.
1177 Avenue of Americas
New York, NY 10036

Case No. 12-12020
Chapter 11

Jointly Administered

Monthly Operating Report for
the period from October 1, 2012 through October 31, 2012

MORRISON & FOERSTER LLP
(Debtors' Attorneys)

Monthly Operating Income (Loss): (\$48,149,966)

Report Preparer:

The undersigned, having reviewed the attached report and being familiar with the Debtors' financial affairs, verifies under the penalty of perjury that the information contained therein is complete, accurate and truthful to the best of my knowledge.

Date: November 26, 2012


James Whitlinger
Chief Financial Officer

RESIDENTIAL CAPITAL, L.L.C., et al.
Case No. 12-12020
JOINTLY ADMINISTERED
DEBTORS IN POSSESSION
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A. Global Notes

1. Background

Residential Capital, LLC ("ResCap"), together with its subsidiaries, is a real estate finance company that primarily focuses on residential mortgage markets in the United States. Their primary and most valuable business operations consist of servicing mortgage loans for investors, including loans originated by Ally Bank and other third parties. As of June 30, 2012, ResCap was servicing approximately 2.3 million domestic residential mortgage loans.

2. Introduction

On May 14, 2012 (the "Commencement Date"), ResCap and certain of its subsidiaries (each a "Debtor" and collectively, the "Debtors"), filed voluntary petitions (the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 16, 2012, the United States Trustee for the Southern District of New York appointed a statutory committee of creditors pursuant to section 1102(a)(1) of the Bankruptcy Code. Information contained herein may differ from the Debtors' filings on the Commencement Date due to more accurate information becoming available.

3. Accounting Principles

The financial statements and supplemental information contained herein are preliminary and unaudited. In addition, the financial statements included in MOR-2 and MOR-3 represent the financial condition and results of operations of the consolidated ResCap group, which includes the Debtors and their non-Debtor affiliates. The financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP"), other than as noted, as it applies to debtors in possession. The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and income and expenses during the reporting period. In developing these estimates and assumptions, management uses available evidence at the time of the financial statements. Because of uncertainties associated with estimating the amounts, timing and likelihood of possible outcomes, actual results could differ from our estimates. Supplemental information contained herein is generally presented on a cash and/or invoiced basis.

4. General Methodology

The Debtors prepared this Monthly Operating Report ("MOR") relying primarily upon the information set forth in its books and records. In preparing this MOR, the Debtors made reasonable efforts to supplement the information set forth in its books and records

with additional information concerning transactions that may not have been identified therein to the extent necessary.

5. Past Performance

The financial position and results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and as a result, may not reflect the consolidated financial position and results of operations of the Debtors in the future.

6. Carrying Value of Assets

Unless otherwise indicated, the values for assets contained in this MOR are book values as of the reporting period. Amounts ultimately realized from the disposition of the Debtors' assets may vary materially from their book value. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein. The carrying value of the Debtors' assets has not been adjusted to reflect the outcome of the auctions.

In connection with the Debtors' Section 363 asset sales, the Debtors conducted two separate auctions in accordance with procedures approved by the Bankruptcy Court on June 28, 2012. These auctions were completed on October 24 and October 25, 2012 and resulted in gross proceeds of \$3.0 billion and \$1.5 billion in connection with the origination and servicing platform and legacy loan and securities portfolios, respectively. The ultimate proceeds to be received in connection with the sales will be determined on the closing date(s), and may differ materially from the auction proceeds, which were based upon the business platform and assets as of August 31, 2012. The Debtors' carrying value, at August 31, 2012, of the auctioned business platforms and legacy loan related assets were approximately \$2.9 billion and \$1.5 billion, respectively. Generally speaking, to the extent the ultimate auction proceeds are lower, it would be the result of reductions in the outstanding unpaid principal balance of the Debtors' mortgage servicing rights and/or mortgage loan portfolio or reductions in the amount of outstanding servicing advances. In most circumstances, to the extent the unpaid principal balances or advance balances decline, the Debtors would have received cash in connection with the liquidation of the related asset. The Debtors' carrying value, at October 31, 2012, of the auctioned business platforms and legacy loan related assets were approximately \$2.6 billion and \$1.5 billion, respectively.

In accordance with the Debtors' accounting policy as it relates to ASC 360, Impairment and Disposal of Long-lived Assets, the business platforms and related assets should be classified as operations held for sale as of October 31, 2012.

ASC 360 provides criteria for determining when long-lived assets (disposal groups) that are to be disposed of by sale, abandonment, exchange or distribution are to be classified as held for sale. A disposal group is required to be classified as held for sale in the period in which all of certain criteria are met, including:

1. Management having the authority to approve the action and is committed to a plan;
2. The disposal group is available for immediate sale in its present conditions subject to usual and customary terms for such actions;
3. An active program to locate a buyer and other actions required to complete the sale have been initiated;
4. The sale is probable and the transfer of the disposal group is expected to qualify for recognition as a sale within one year;
5. The disposal group is being marketed at a price that is reasonable in relation to its current fair value; and
6. Actions required to complete the plan indicate it is unlikely that significant changes to the plan will be made or the plan will be withdrawn.

The Debtors have concluded that the auctioned business platforms and related assets met the criteria upon the completion of the Bankruptcy Court authorized auctions. The Debtors recognize there are steps remaining to be completed in connection with the sales, including the completion of certain conditions precedent in the respective contracts, which the Debtors believe to be usual and customary and which the Debtors expect to resolve in due course. Under ASC 360, the assets held for sale are carried at the lower of carrying value or fair value less transaction costs. As noted above, as of August 31, 2012, the gross proceeds exceed the carrying value. The Debtors are evaluating transaction costs.

Because of the complexities of the operational requirements of meeting this GAAP accounting standard, the proximity of the auctions to October 31, and the potential for changes to the terms of the final asset purchase agreements, the Debtors will not be recognizing this accounting change in the October 2012 unaudited consolidated balance sheet or income statement, but intend to recognize these changes in its November 2012 financial statements.

7. Liabilities Not Subject to Compromise

Although payment of prepetition claims generally is not permitted, the Bankruptcy Court has granted the Debtors the authority, but not the requirement, to pay certain pre-petition claims in designated categories and subject to certain terms and conditions. This relief generally was designed to preserve the value of the Debtors' businesses and assets. To the extent such claims have been categorized as "Liabilities Not Subject to Compromise," the Debtors reserve their right not to pay those amounts if they believe the payment not to be in the best interest of the Debtors' estates (collectively, the "Estate"). The Debtors have paid and intend to continue to pay undisputed post-petition obligations incurred in the ordinary course of their businesses.

8. Liabilities Subject to Compromise

As a result of commencing the Chapter 11 Cases, the payment of prepetition indebtedness is “Subject to Compromise” or other treatment under a chapter 11 plan. Generally, actions to enforce or otherwise effect payment of prepetition liabilities are stayed.

The filing of the Chapter 11 Cases constituted an event of default under, or otherwise triggered accelerated repayment obligations with respect to, a number of debt instruments and agreements relating to direct and indirect financial obligations of the Debtors (collectively, the “Prepetition Debt”). As a result, the Debtors’ Prepetition Debt became automatically and immediately due and payable. The Debtors believe that any efforts to enforce the payment obligations in connection with the Prepetition Debt have been stayed as a result of the filing of the Chapter 11 Cases.

9. Reservation of Rights

Given the complexity of the Debtors’ businesses, inadvertent errors or omissions may have occurred in the preparation of this MOR. Accordingly, the Debtors hereby reserve all rights to dispute the validity, status, enforceability or the executory nature of any claim amounts, representations or other statements in this MOR and reserve the right to amend or supplement this MOR, if necessary.

Nothing contained in this MOR shall constitute a waiver of the Debtors’ rights or an admission with respect to the Chapter 11 Cases, including with respect to any issues involving the Debtors’ ownership interests, substantive consolidation, equitable subordination, defenses and/or causes of action arising under chapter 5 of the Bankruptcy Code and any other applicable non-bankruptcy law.

B. Notes to Statement of Income (MOR-2)

Prior to the bankruptcy filing, the Debtors economically hedged the value of their mortgage servicing rights (“MSR”) with both derivative and nonderivative financial instruments. Subsequent to the Commencement Date, the Debtors no longer hedge the MSR asset. Under the terms of the stalking horse agreement, the ultimate purchase price paid for the MSRs being acquired is based on the unpaid principal balance of the underlying loans. As a result, while the MSR asset is economically exposed to changes in market conditions, in particular interest rates, the Debtors are no longer hedging this risk as it will not impact the proceeds received upon completion of the asset sales. Until the asset sales are completed, the value of the MSR will fluctuate with market conditions, impacting the Debtors’ results of operations.

C. Notes to Balance Sheet (MOR-3)

In accordance with GAAP, ResCap is required to recognize certain assets and related liabilities that were legally transferred to variable interest entities through securitization transactions. These assets are not considered assets of the Debtors as the transfers satisfied the conditions of a legal sale to a bankruptcy-remote entity. At October

31, 2012, mortgage loans held for sale includes \$2.4 billion of delinquent loans (primarily GNMA loans) subject to conditional repurchase options whereby the Debtors have the option, but not the obligation, to repurchase delinquent assets from off-balance sheet securitizations. The corresponding \$2.4 billion liability is recorded in Other liabilities. At October 31, 2012, Finance receivables and loans, net, includes \$668.7 million related to private-label securitizations and secured borrowings that the Debtors are required to consolidate under GAAP. The corresponding liabilities are recorded in Collateralized borrowings in securitization trusts, \$515.6 million, and Other borrowings, \$141.5 million.

D. Notes to Accounts Receivable Reconciliation and Aging (MOR-5)

Due to the nature of the Debtors' businesses, an aging of accounts receivable is not indicative of collectability and therefore an aging of accounts receivables is not maintained. The majority of the accounts receivable are comprised of servicer advances made by the Debtors to the investors in mortgage loans serviced by the Debtors. Such advances are made to maintain the scheduled cash flows in the event of borrower default or delinquency and have a priority claim to the cash flows in the event of foreclosure or liquidation. The next largest component of the Debtors' accounts receivable balance is for governmental guarantees for loans in foreclosure.

E. Notes to Debtor Questionnaire (MOR-7)

1. Question 2 Notes

a. The Debtors have control over custodial accounts which are used to disburse non-debtor owned funds to various parties pursuant to the Debtors' servicing business. The Debtors obtained Bankruptcy Court approval to continue to operate their servicing business in the ordinary course, including the disbursement of funds from these custodial accounts.

b. The Debtors are in compliance with the *Final Order under Bankruptcy Code Sections 105(a), 345, 363, 364, and 503(b)(1) and Bankruptcy Rules 6003 and 6004 Authorizing (I) Continued Use of Cash Management Services and Practices, (II) Continued Use of Existing Bank Accounts, Checks and Business Forms, (III) Implementation of Modified Cash Management Procedures and Use of Certain Bank Accounts Established in Connection with Use of Pre- And Post-Petition Lenders' Financing Facilities and Cash Collateral, (IV) Waiver of the Investment and Deposit Requirements of Bankruptcy Code Section 345, (V) Debtors to Honor Specified Outstanding Prepetition Payment Obligations, and (VI) Continuation of Intercompany Transactions and Granting Administrative Expense Status to Intercompany Claims* [Docket No. 393] (the "Cash Management Order"), approved on June 15, 2012.

c. As part of the Debtors' normal course of business, certain third parties make payments on the Debtors' behalf and the Debtors also disburse custodial funds from various custodial accounts which are not debtor-in-possession

accounts. These payments are made in accordance with the applicable Court orders and are a necessary part of the Debtors' business operations.

2. Question 4 & 5 Notes

Insurance coverage for the Debtors is provided through policies maintained by Ally Financial Inc. ("Ally"). The Debtors reimburse Ally for their share of the insurance coverage in accordance with the terms and conditions of the shared service agreement approved by the Bankruptcy Court. The Debtors have made all reimbursement payments to Ally for its insurance obligations. Since the Debtors do not directly contract for their own insurance coverage, the Debtors would not be the party to receive notices from the insurance providers regarding any lapse in coverage. The Debtors have confirmed with Ally that all necessary insurance policies remain in effect as of the date of this MOR.

3. Question 6 Notes

The Debtors have received Bankruptcy Court authority to pay certain pre-petition liabilities pursuant to the *Order under Bankruptcy Code sections 105, 507 and 541 and Bankruptcy Rule 6003, Authorizing, but not directing, the Debtors to Honor Certain Prepetition Obligations* [Docket No. 95] and the *Supplemental Order for Interim Relief Under Bankruptcy Code Sections 105(a), 362, 363, 502, 1107(a), and 1108 and Bankruptcy Rule 9019 (I) Authorizing the Debtors to Continue Implementing Loss Mitigation Programs; (II) Approving Procedures for Compromise and Settlement of Certain Claims, Litigations and Causes of Action; (III) Granting Limited Stay Relief to Permit Foreclosure and Eviction Proceedings, Borrower Bankruptcy Cases, and Title Disputes to Proceed; and (IV) Authorizing and Directing the Debtors to Pay Securitization Trustee Fees and Expenses* [Docket No. 391] (collectively, the "Payment Orders"). The Debtors have established procedures for the evaluation and approval of payments related to these specific prepetition liabilities. The Debtors are in compliance with the caps and noticing requirements in the Payment Orders.

4. Question 7 Notes

In the ordinary course of their businesses, the Debtors generate receivables from Ally Bank, Ally, and other affiliates as a result of hedging, servicing, origination, shared services, and other transactions between the Debtors and these affiliates. The Debtors are collecting amounts owed on these receivables in accordance with the agreements related to these services and post-petition practices.

5. Question 8 Notes

Consistent with relief granted by the Bankruptcy Court under the *Final Order Under Bankruptcy Code Sections 105(a), 363(b), 507(a), 1107 and 1108 and Bankruptcy Rule 6003 (i) Authorizing, but not directing, the Debtors to (a) Pay and Honor Prepetition Wages, Compensation, Employee Expense and Employee Benefit Obligations; and (b) Maintain and Continue Employee Compensation and Benefit Programs, and (ii) Directing Banks to Honor Prepetition Checks and Transfer Requests for Payment of Prepetition Employee Obligations* [Docket No. 393] (the "Wages Order") and past practices, the

Debtors' payroll and related taxes are paid by Ally on the Debtors' behalf, and the Debtors reimburse Ally for these payments. The Debtors are current with their payments to Ally and Ally has paid these obligations on the Debtors' behalf.

6. Question 12 Notes

The Debtors have received Bankruptcy Court authority to pay pre-petition taxes pursuant to the *Final Order Under Bankruptcy Code Sections 105(a), 363, 506(a), 507(a)(8), 541 and 1129 and Bankruptcy Rule 6003 Authorizing Payment of Taxes and Regulatory Fees* [Docket No. 384]. The Debtors are in compliance with the relief granted under this order.

7. Question 13 Notes

The Debtors do not consider post-petition invoices as past due or delinquent if such invoices are subject to dispute, or further review and/or reconciliation with the vendor.

As a result of the Bankruptcy Filing (the "Filing"), the Debtors have instituted new procedures surrounding their Procurement to Pay function to ensure that prepetition obligations are not inadvertently paid. These processes require significantly higher levels of manual intervention in the review, approval and vouchering of invoices. During the period from May 14, 2012 to October 31, 2012, the Debtors have received a large volume of invoices that were in whole or part for prepetition goods and services. Over the past several months the organization has shifted to processing primarily post petition obligations. At October 31, 2012 the accounts payable aging continues to reflect certain amounts as delinquent. The Debtors consider this to be reflective of the normal accounts payable process, due to the fact that certain key vendors are on immediate payments terms, and in some cases invoices are not received timely. The additional review procedures instituted as a result of the filing may also continue to result in some processing delays.

8. Question 14 Notes

Consistent with the agreements in place pre-petition, the Debtors' payroll and related taxes are paid by Ally on the Debtors' behalf. In accordance with the Wages Order, the Debtors continue to reimburse Ally for these payments. The Debtors are current with their payments to Ally and Ally has paid these obligations on the Debtors' behalf in a timely manner.

9. Question 15 Notes

The Debtors borrowed \$1.7 million under the Ally DIP loan during October 2012. In addition, the Debtors received \$12.8 million under the FNMA EAF facility in October 2012.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: October 1, 2012 - October 31, 2012

Federal Tax I.D. # 20-1770738

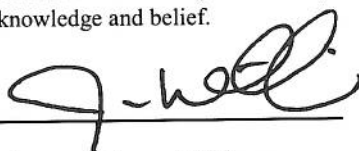
CORPORATE MONTHLY OPERATING REPORT

File with the Court and submit a copy to the United States Trustee within 20 days after the end of the month and submit a copy of the report to any official committee appointed in the case.
(Reports for Rochester and Buffalo Divisions of Western District of New York are due 15 days after the end of the month, as are the reports for Southern District of New York.)

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	MOR-1	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1 (CON'T)		X
Copies of bank statements			X
Cash disbursements journals		N/A	
Statement of Operations	MOR-2	X	
Balance Sheet	MOR-3	X	
Status of Post-petition Taxes	MOR-4 (CON'T)		X
Copies of IRS Form 6123 or payment receipt		N/A	
Copies of tax returns filed during reporting period		N/A	
Summary of Unpaid Post-petition Debts	MOR-4	X	
Listing of Aged Accounts Payable			X
Accounts Receivable Reconciliation and Aging	MOR-5	X	
Taxes Reconciliation and Aging	MOR-5		X
Payments to Insiders and Professional	MOR-6	X	
Post-petition Status of Secured Notes, Leases Payable	MOR-6	X	
Debtor Questionnaire	MOR-7		X

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Authorized Individual*



Date 11/26/2012

Printed Name of Authorized Individual

James Whitlinger

Date 11/26/2012

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: October 1-31, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾

October 1, 2012 - October 31, 2012

(\$ in thousands)

	Consolidated Entities ⁽¹⁾	Ditech, LLC 12-12021	DOA Holding Properties, LLC 12-12022	ETS of Washington, Inc. 12-12027	Executive Trustee Services, LLC 12-12028	GMAC Mortgage USA Corporation 12-12031	GMAC Residential Holding Company, LLC 12-12033	Home Connects Lending Services, LLC 12-12039	Homecomings Financial, LLC 12-12042
Beginning Cash Balance	\$ 1,296,231	\$ 856	\$ 11	\$ 13	\$ -	\$ -	\$ 12	\$ 5	\$ -
Receipts									
Loan Sales/Redeliveries/Claims Proceeds	294,689	-	-	-	-	-	-	-	-
Hedge Proceeds	1,089	-	-	-	-	-	-	-	-
Returns on Servicer Advances	656,506	-	-	-	-	-	-	-	-
Loan and Securities Collections	46,287	-	-	-	-	-	-	-	-
Fee Income	90,579	-	-	-	-	-	-	-	-
Other Receipts, net	-	-	-	-	-	-	-	-	-
Total Receipts	1,089,150	-	-	-	-	-	-	-	-
Disbursements ⁽²⁾									
Servicer Advances	(634,474)	-	-	-	-	-	-	-	-
Hedge Disbursements	(899)	-	-	-	-	-	-	-	-
Originations/Repurchases	(167,360)	-	-	-	-	-	-	-	-
Accounts Payable and Payroll	(75,141.02)	-	-	-	-	-	(2)	-	-
Other Disbursements, net	(13,185)	-	-	-	-	-	-	-	-
Subtotal Disbursements	(891,059)	-	-	-	-	-	(2)	-	-
Retained Professional Fees / Reorganization Costs	(854)	-	-	-	-	-	-	-	-
Debt Interest/Fees/Expenses	(11,286)	-	-	-	-	-	-	-	-
Total Disbursements	(903,199)	-	-	-	-	-	(2)	-	-
Net Cash Flow (excl. intercompany, debt draws/paydowns)	185,951	-	-	-	-	-	(2)	-	-
Intercompany	1,057	-	-	-	-	-	-	(5)	-
Debt Draws/(Paydowns)	14,490	-	-	-	-	-	-	-	-
Net Cash Flow	201,498	-	-	-	-	-	(2)	(5)	-
Ending Cash Balance	\$ 1,497,728	\$ 856	\$ 11	\$ 13	\$ -	\$ -	\$ 9	\$ -	\$ -
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ 1,273	\$ (0)	\$ -	\$ (13)	\$ (693)	\$ -	\$ (4)	\$ (15)	\$ (54)

Note - Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet

(1) Includes Residential Capital, LLC (12-12020); GMAC Mortgage, LLC (12-12032); Residential Funding Company, LLC (12-12019); GMACM Borrower, LLC (12-12035); and RFC Borrower, LLC (12-12068)

(2) See MOR 6 for details of disbursements to affiliates

(3) Debtors not listed in MOR-1 had no cash activity, expenses or balances in the MOR reporting period

(4) Above schedule uses direct cash flow method and pertains to Debtor entities only

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: October 1-31, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾
October 1, 2012 - October 31, 2012
(\$ in thousands)

	Passive Asset Transactions LLC	RCSFJV2004 LLC	Residential Consumer Services, LLC	Residential Funding Mortgage Exchange, LLC	RFC Asset Holdings II, LLC	RFC Asset Management, LLC	RFC SFJV 2002, LLC	RFC Construction Funding, LLC	Total
Case Number	12-12044	12-12051	12-12058	12-12059	12-12065	12-12066	12-12071	12-12069	
Beginning Cash Balance	\$ 37	\$ 7	\$ 789	\$ 25	\$ 62	\$ 8	\$ 7	\$ 483	\$ 1,298,546
Receipts									
Loan Sales/Redeliveries/Claims Proceeds	-	-	-	-	-	-	-	-	294,689
Hedge Proceeds	-	-	-	-	-	-	-	-	1,089
Returns on Servicer Advances	-	-	-	-	-	-	-	-	656,506
Loan and Securities Collections	2,921	-	-	-	1,207	-	-	-	50,415
Fee Income	-	-	-	-	-	-	-	-	90,579
Other Receipts, net	18	-	230	-	-	-	-	-	248
Total Receipts	2,939	-	230	-	1,207	-	-	-	1,093,526
Disbursements ⁽²⁾									
Servicer Advances	-	-	-	-	-	-	-	-	(634,474)
Hedge Disbursements	-	-	-	-	-	-	-	-	(899)
Originations/Repurchases	-	-	-	-	-	-	-	-	(167,360)
Accounts Payable and Payroll	-	(3)	-	-	(3)	(3)	(0)	-	(75,153)
Other Disbursements, net	-	-	-	-	-	-	-	-	(13,185)
Subtotal Disbursements	-	(3)	-	-	(3)	(3)	(0)	-	(891,071)
Retained Professional Fees / Reorganization Costs	-	-	-	-	-	-	-	-	(854)
Debt Interest/Fees/Expenses	-	-	-	-	-	-	-	-	(11,286)
Total Disbursements	-	(3)	-	-	(3)	(3)	(0)	-	(903,211)
Net Cash Flow (excl. intercompany, debt draws/paydowns)	2,939	(3)	230	-	1,204	(3)	(0)	-	190,315
Intercompany	-	-	-	-	(1,052)	-	-	-	-
Debt Draws/(Paydowns)	-	-	-	-	-	-	-	-	14,490
Net Cash Flow	2,939	(3)	230	-	152	(3)	(0)	-	204,805
Ending Cash Balance	\$ 2,976	\$ 4	\$ 1,019	\$ 25	\$ 214	\$ 6	\$ 7	\$ 483	\$ 1,503,351
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ -	\$ (3)	\$ (217)	\$ -	\$ (272)	\$ (0)	\$ (1)	\$ -	\$ 0

Note - Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet

(1) Includes Residential Capital, LLC (12-12020); GMAC Mortgage, LLC (12-12032); Residential Funding Company, LLC (12-12019); GMACM Borrower, LLC (12-12035); and RFC Borrower, LLC (12-12068)

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In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: October 1-31, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾

May 14, 2012 - October 31, 2012

(\$ in thousands)

	Consolidated Entities ⁽¹⁾	Ditech, LLC 12-12021	DOA Holding Properties, LLC 12-12022	ETS of Washington, Inc. 12-12027	Executive Trustee Services, LLC 12-12028	GMAC Mortgage USA Corporation 12-12031	GMAC Residential Holding Company, LLC 12-12033	Home Connects Lending Services, LLC 12-12039	Homecomings Financial, LLC 12-12042
Beginning Cash Balance	\$ 472,830	\$ 856	\$ 11	\$ 13	\$ -	\$ 500	\$ 23	\$ 5	\$ -
Receipts									
Loan Sales/Redeliveries/Claims Proceeds	1,351,917	-	-	-	-	-	-	-	-
Hedge Proceeds	121,839	-	-	-	-	-	-	-	-
Returns on Servicer Advances	3,731,765	-	-	-	-	-	-	-	-
Loan and Securities Collections	281,103	-	-	-	-	-	-	-	-
Fee Income	430,354	-	-	-	-	-	-	-	-
Other Receipts, net	76,560	-	-	-	-	-	-	-	-
Total Receipts	5,993,538	-	-	-	-	-	-	-	-
Disbursements ⁽²⁾									
Servicer Advances	(3,973,359)	-	-	-	-	-	-	-	-
Hedge Disbursements	(32,448)	-	-	-	-	-	-	-	-
Originations/Repurchases	(1,331,543)	-	-	-	-	-	-	-	-
Accounts Payable and Payroll	(308,536)	-	-	-	-	-	(13)	-	-
Other Disbursements, net	(63,938)	-	-	-	-	-	-	-	-
Subtotal Disbursements	(5,709,823)	-	-	-	-	-	(13)	-	-
Retained Professional Fees / Reorganization Costs	(18,930)	-	-	-	-	-	-	-	-
Debt Interest/Fees/Expenses	(83,542)	-	-	-	-	-	-	-	-
Total Disbursements	(5,812,295)	-	-	-	-	-	(13)	-	-
Net Cash Flow (excl. intercompany, debt draws/paydowns)	181,242	-	-	-	-	-	(13)	-	-
Intercompany	20,401	-	-	-	-	(500)	-	(5)	-
Debt Draws/(Paydowns)	823,255	-	-	-	-	-	-	-	-
Net Cash Flow	1,024,899	-	-	-	-	(500)	(13)	(5)	-
Ending Cash Balance	\$ 1,497,728	\$ 856	\$ 11	\$ 13	\$ -	\$ -	\$ 9	\$ -	\$ -
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ 5,638	\$ (1)	\$ -	\$ (69)	\$ (3,589)	\$ (0)	\$ (12)	\$ (43)	\$ (120)

Note - Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet

(1) Includes Residential Capital, LLC (12-12020); GMAC Mortgage, LLC (12-12032); Residential Funding Company, LLC (12-12019); GMACM Borrower, LLC (12-12035); and RFC Borrower, LLC (12-12068)

(2) See MOR 6 for details of disbursements to affiliates

(3) Debtors not listed in MOR-1 had no cash activity, expenses or balances in the MOR reporting period

(4) Above schedule uses direct cash flow method and pertains to Debtor entities only

In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: October 1-31, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾

May 14, 2012 - October 31, 2012

(\$ in thousands)

	Passive Asset Transactions LLC	RCSFJV2004 LLC	Residential Consumer Services, LLC	Residential Funding Mortgage Exchange, LLC	RFC Asset Holdings II, LLC	RFC Asset Management, LLC	RFC SFJV 2002, LLC	RFC Construction Funding, LLC	Total
Case Number	12-12044	12-12051	12-12058	12-12059	12-12065	12-12066	12-12071	12-12069	
Beginning Cash Balance	\$ 1,315	\$ 4	\$ -	\$ 25	\$ 55	\$ 6	\$ 6	\$ 483	\$ 476,131
Receipts									
Loan Sales/Redeliveries/Claims Proceeds	-	-	-	-	-	-	-	-	1,351,917
Hedge Proceeds	-	-	-	-	-	-	-	-	121,839
Returns on Servicer Advances	-	-	-	-	-	-	-	-	3,731,765
Loan and Securities Collections	13,773	-	-	-	7,748	-	-	-	302,625
Fee Income	-	-	-	-	-	-	-	-	430,354
Other Receipts, net	55	-	1,222	-	-	-	-	-	77,837
Total Receipts	13,828	-	1,222	-	7,748	-	-	-	6,016,336
Disbursements ⁽²⁾									
Servicer Advances	-	-	-	-	-	-	-	-	(3,973,359)
Hedge Disbursements	-	-	-	-	-	-	-	-	(32,448)
Originations/Repurchases	-	-	-	-	-	-	-	-	(1,331,543)
Accounts Payable and Payroll	-	(8)	-	-	(11)	(7)	(7)	-	(308,583)
Other Disbursements, net	(29)	-	-	-	-	-	-	-	(63,968)
Subtotal Disbursements	(29)	(8)	-	-	(11)	(7)	(7)	-	(5,709,900)
Retained Professional Fees / Reorganization Costs	-	-	-	-	-	-	-	-	(18,930)
Debt Interest/Fees/Expenses	-	-	-	-	-	-	-	-	(83,542)
Total Disbursements	(29)	(8)	-	-	(11)	(7)	(7)	-	(5,812,372)
Net Cash Flow (excl. intercompany, debt draws/paydowns)	13,799	(8)	1,222	-	7,737	(7)	(7)	-	203,964
Intercompany	(12,138)	8	(203)	-	(7,578)	7	8	-	(0)
Debt Draws/(Paydowns)	-	-	-	-	-	-	-	-	823,255
Net Cash Flow	1,661	(0)	1,019	-	159	(0)	1	-	1,027,220
Ending Cash Balance	\$ 2,976	\$ 4	\$ 1,019	\$ 25	\$ 214	\$ 6	\$ 7	\$ 483	\$ 1,503,351
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ -	(5)	(1,241)	\$ -	(551)	(4)	(4)	\$ -	\$ 0

Note - Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet

(1) Includes Residential Capital, LLC (12-12020); GMAC Mortgage, LLC (12-12052); Residential Funding Company, LLC (12-12019); GMACM Borrower, LLC (12-12035); and RFC Borrower, LLC (12-12068)

(2) See MOR 6 for details of disbursements to affiliates

(3) Debtors not listed in MOR-1 had no cash activity, expenses or balances in the MOR reporting period

(4) Above schedule uses direct cash flow method and pertains to Debtor entities only

In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: October 1-31, 2012

US Trustee Disbursement / Expense Summary

October 2012 (USD)

Debtor	Case Number	Tax ID	October 2012 Monthly Disbursements	Expenses Paid On Behalf of / (By) Other Debtor Entities for October 2012	Allocated October 2012 Monthly Disbursements
Residential Funding Company, LLC ¹	12-12019	23-1694840	N/A	N/A	N/A
Residential Capital, LLC ¹	12-12020	45-5064887	N/A	N/A	N/A
GMAC Mortgage, LLC ¹	12-12032	20-1770738	N/A	N/A	N/A
GMACM Borrower LLC ¹	12-12035	93-0891336	N/A	N/A	N/A
RFC Borrower LLC ¹	12-12068	45-5065558	N/A	N/A	N/A
Consolidated Subtotal- 5 Debtor Entities			\$ (903,198,784)	\$ 1,272,505	\$ (901,926,279)

Debtor	Case Number	Tax ID	October 2012 Monthly Disbursements	Expenses Paid On Behalf of / (By) Other Debtor Entities for October 2012	Allocated October 2012 Monthly Disbursements
Ditech, LLC	12-12021	23-2887228	\$ -	\$ (77)	\$ (77)
DOA Holding Properties, LLC	12-12022	26-1424257	-	-	-
DOA Properties IX (Lots-Other), LLC	12-12023	26-2783274	-	-	-
EPRE LLC	12-12024	26-2747974	-	-	-
Equity Investments I, LLC	12-12025	02-0632797	-	-	-
ETS of Virginia, Inc.	12-12026	26-4051445	-	-	-
ETS of Washington, Inc.	12-12027	45-2910665	-	(12,701)	(12,701)
Executive Trustee Services, LLC	12-12028	23-2778943	-	(693,442)	(693,442)
GMAC - RFC Holding Company, LLC	12-12029	23-2593763	-	-	-
GMAC Model Home Finance I, LLC	12-12030	26-2748469	-	-	-
GMAC Mortgage USA Corporation	12-12031	20-4796930	-	-	-
GMAC Residential Holding Company, LLC	12-12033	91-1902190	(2,359)	(4,109)	(6,468)
GMACRH Settlement Service, LLC	12-12034	23-3036156	-	-	-
GMACM REO LLC	12-12036	45-5222043	-	-	-
GMACR Mortgage Products, LLC	12-12037	03-0536369	-	-	-
HFN REO SUB II, LLC	12-12038	None	-	-	-
Home Connects Lending Services, LLC	12-12039	25-1849412	-	(14,914)	(14,914)
Homecomings Financial Real Estate Holdings, LLC	12-12040	26-2736869	-	-	-
Homecomings Financial, LLC	12-12042	51-0369458	-	(53,947)	(53,947)
Ladue Associates, Inc.	12-12043	23-1893048	-	-	-
Passive Asset Transactions, LLC	12-12044	51-0404130	-	-	-
PATI A, LLC	12-12045	26-3722729	-	-	-
PATI B, LLC	12-12046	26-3722937	-	-	-
PATI Real Estate Holdings, LLC	12-12047	27-0515201	-	-	-
RAHI A, LLC	12-12048	26-3723321	-	-	-
RAHI B, LLC	12-12049	26-3723553	-	-	-
RAHI Real Estate Holdings, LLC	12-12050	27-0515287	-	-	-
RCSFJV2004, LLC	12-12051	20-3802772	(3,408)	(3,408)	(6,815)
Residential Accredit Loans, Inc.	12-12052	51-0368240	-	-	-
Residential Asset Mortgage Products, Inc.	12-12053	41-1955181	-	-	-
Residential Asset Securities Corporation	12-12054	51-0362653	-	-	-
Residential Consumer Services of Alabama, LLC	12-12055	63-1105449	-	-	-
Residential Consumer Services of Ohio, LLC	12-12056	34-1754796	-	-	-
Residential Consumer Services of Texas, LLC	12-12057	75-2510515	-	-	-
Residential Consumer Services, LLC	12-12058	20-4812167	-	(217,125)	(217,125)
Residential Funding Mortgage Exchange, LLC	12-12059	41-1674247	-	-	-
Residential Funding Mortgage Securities I, Inc.	12-12060	75-2006294	-	-	-
Residential Funding Mortgage Securities II, Inc.	12-12061	41-1808858	-	-	-
Residential Funding Real Estate Holdings, LLC	12-12062	26-2736505	-	-	-
Residential Mortgage Real Estate Holdings, LLC	12-12063	26-2737180	-	-	-
RFC - GSAP Servicer Advance, LLC	12-12064	26-1960289	-	-	-
RFC Asset Holdings II, LLC	12-12065	41-1984034	(3,101)	(271,504)	(274,605)
RFC Asset Management, LLC	12-12066	06-1664678	(2,727)	(477)	(3,204)
RFC Construction Funding, LLC	12-12069	41-1925730	-	-	-
RFC REO LLC	12-12070	45-5222407	-	-	-
RFC SFJV-2002, LLC	12-12071	06-1664670	(477)	(802)	(1,279)
Subtotal - 46 Other Debtor Entities			\$ (12,071)	\$ (1,272,505)	\$ (1,284,577)

Total Amounts for All Debtor Entities	\$ (903,210,856)	\$ -	\$ (903,210,856)
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Notes

¹ Disbursements of Residential Capital, LLC; GMAC Mortgage, LLC; Residential Funding Company, LLC; GMACM Borrower, LLC; and RFC Borrower, LLC were consolidated due to the difficulty of separating each individual entity.

CONTINUATION SHEET FOR MOR-1

Re: Residential Capital, LLC, et al.
SDNY. Bankr. No. 12-12020

Debtors' Statements with respect to Bank Account Reconciliations and Copies of Bank Statements

Bank Account Reconciliations

The Debtors affirm that reconciliations for all open and active non-custodial accounts are prepared and maintained by the Debtors. Bank account reconciliations are not attached to this monthly operating report, however, if the U.S. Trustee requests copies, the Debtors will provide all reconciliations as soon as practical. Accounts are reconciled on a monthly basis. The Debtors maintain approximately 100 non-custodial accounts, attaching bank reconciliations would be administratively burdensome.

Bank Statements

The Debtors affirm that bank statements for all open and active non-custodial accounts are maintained by the Debtors.

Copies of bank statements are not attached to this monthly operating report, however, if the U.S. Trustee requests copies, the Debtors will provide them as soon as practical. The Debtors maintain approximately 100 non-custodial accounts, attaching bank statements would be administratively burdensome.

In re Residential Capital, LLC, et al.

Case No. 12-12020

Debtor

Reporting Period: October 1-31, 2012

Condensed Consolidated Statement of Income (unaudited)^(A)

Debtor-in-possession

(\$ in thousands)

	10/01/2012 - 10/31/2012	05/14/2012 - 10/31/2012
Revenue		
Interest income	\$ 24,580	\$ 131,170
Interest expense	17,366	99,891
Net financing revenue	7,214	31,279
Other revenue		
Servicing fees	61,949	336,645
Servicing asset valuation and hedge activities, net	(5,280)	(288,297)
Total servicing income (loss), net	56,669	48,348
Gain on mortgage loans, net	19,926	73,371
Gain on foreclosed real estate	534	4,426
Other revenue, net	25,878	91,261
Total other revenue	103,007	217,406
Total net revenue	110,221	248,685
Provision for loan losses	(9)	(1,959)
Noninterest expense		
Representation and warranty expense, net	-	30,988
Mortgage fines and penalties	-	(3,278)
Compensation and benefits	71,611	229,293
Other noninterest expense, net	49,879	268,868
Total noninterest expense	121,490	525,871
Income (loss) from continuing operations before reorganization expense and income tax expense	(11,260)	(275,227)
Reorganization expense		
Professional fees	26,028	112,991
Compensation and benefits	6,509	10,719
Debt issuance & facility commitment fees	2,139	61,478
Total reorganization expense	34,676	185,188
Income (loss) from continuing operations before income tax expense	(45,936)	(460,415)
Income tax expense	2,214	6,793
Net income (loss) from continuing operations	(48,150)	(467,208)
Loss from discontinued operations, net of tax	-	(127)
Net income (loss)	\$ (48,150)	\$ (467,335)
(A) Non-Debtor Entity Net Income (Loss)	\$ 392	\$ (611)

Non-debtor entity net income is before the elimination of transactions with debtor entities.

The accompanying financial statements have been prepared in accordance with guidelines applicable in a Chapter 11 reorganization. These financial statements are subject to change as a result of determinations of the bankruptcy court.

In re Residential Capital, LLC, et al.

Case No. 12-12020

Debtor

Reporting Period: October 1-31, 2012

Condensed Consolidated Balance Sheet (unaudited)^(A)

Debtor-in-possession

(\$ in thousands)

	October 31, 2012	September 30, 2012
Assets		
Cash and cash equivalents	\$ 1,563,577	\$ 1,355,056
Mortgage loans held-for-sale	4,100,264	4,107,923
Finance receivables and loans, net		
Consumer	676,914	684,821
Commercial	466	558
Allowance for loan losses	(7,244)	(7,420)
Total finance receivables and loans, net	670,136	677,959
Mortgage servicing rights	844,429	849,544
Accounts receivable, net	3,118,121	3,202,950
Other assets	364,106	368,215
Total assets	\$ 10,660,633	\$ 10,561,647

Liabilities

Liabilities not subject to compromise:

Borrowings

Debtor-in-Possession superpriority secured credit facility	\$ 1,260,000	\$ 1,260,000
Debtor-in-Possession superpriority secured credit facility - Ally Financial Inc.	184,472	182,815
Borrowings from Ally Financial Inc.	1,133,128	1,133,128
Collateralized borrowings in securitization trusts	515,627	518,203
Other borrowings	293,518	304,653
Total borrowings	3,386,745	3,398,799
Other liabilities	3,071,267	2,910,478
Total liabilities not subject to compromise	6,458,012	6,309,277

Liabilities subject to compromise

Total liabilities	4,229,708	4,229,161 (B)
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Equity

Member's interest	11,755,962	11,755,962
Accumulated deficit	(11,715,484)	(11,667,334)
Accumulated other comprehensive loss	(67,565)	(65,419)
Total equity	(27,087)	23,209
Total liabilities and equity	\$ 10,660,633	\$ 10,561,647

(A) Non-Debtor Entity Balances

Total assets	\$ 329,214	\$ 331,373
Total liabilities	\$ 250,815	\$ 252,547

Non-debtor entity balances are before the elimination of balances and transactions with debtor entities.

(B) Liabilities subject to compromise consist of the following:

Junior secured notes	\$ 2,328,292	\$ 2,328,292
Senior unsecured notes	672,480	672,480
Foreign unsecured notes	296,866	297,730
Interest payable	149,168	149,200
Liability for representation and warranty obligations	639,812	639,654
Reserve for legal proceedings	68,207	71,179
Accounts payable	13,078	14,496
Other	61,805	56,130
Total liabilities subject to compromise	\$ 4,229,708	\$ 4,229,161

The accompanying financial statements have been prepared in accordance with guidelines applicable in a Chapter 11 reorganization. These financial statements are subject to change as a result of determinations of the bankruptcy court.

In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: October 1-31, 2012

SUMMARY OF UNPAID POST-PETITION DEBTS

Attach aged listing of accounts payable.

	Number of Days Past Due					
	Current	1-30	31-60	61-90	Over 91	Total
Accounts Payable ^{(1),(2)}	\$ 3,973,832	\$ 3,132,743	\$ 246,405	\$ 20,616	\$ 40,473	\$ 7,414,069
Total Post-petition Debts^{(3),(4)}	\$ 3,973,832	\$ 3,132,743	\$ 246,405	\$ 20,616	\$ 40,473	\$ 7,414,069

⁽¹⁾ Aging is based on date due, terms are generally 30-60 day

⁽²⁾ The Debtors do not consider post-petition invoices as past due or delinquent if such invoices are subject to dispute, or further review and/or reconciliation with the vendor.

⁽³⁾ Includes all invoiced accounts payable items.

⁽⁴⁾ Employee wages for the Debtors are paid by Ally. The Debtors reimburse Ally for their share of the employee wages. The Debtors sought and received Bankruptcy Court approval to continue this practice post-petition. The Debtors are current with their reimbursements to Ally.

Explain how and when the Debtor intends to pay any past due post-petition debts.

Please refer to the Global Footnotes E.7: Notes to Debtor Questionnaire (MOR-7): Question 13 Notes

STATUS OF POST-PETITION TAXES

Debtors' Statement with Respect to Status of Post-Petition Taxes

Post-petition taxes for the Debtors, which are not subject to dispute or reconciliation, and are authorized to be paid under the relief granted by the Bankruptcy Court are current. There are no material tax disputes or reconciliations. Post-petition tax information is not attached to this monthly operating report, however if the U.S. Trustee requests copies, the Debtors will provide a status update on post-petition taxes as soon as practical.

The Debtors are parties to Tax Sharing Agreements with Ally, which provide for the filing of consolidated returns by Ally for Federal and certain state income taxes. Prior to the filing of bankruptcy, the Debtors would reimburse Ally for the Debtors' portion of the tax liability, if any. As a result of the filing for Chapter 11, the Debtors do not have authority to pay either pre or post-petition tax obligations under these Tax Sharing Agreements.

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: October 1-31, 2012

ACCOUNTS RECEIVABLE RECONCILIATION

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable Advances, net of reserves	\$ 2,011,021,630
Plus: Accounts Receivable Claims/Fees, net of reserves	1,018,702,356
Total Accounts Receivable at the end of the reporting period	\$ 3,029,723,986

Accounts Receivable	Total Advances ^(a)	Service Fees	Late Fees	Gov't Claims ^(b)	Interest HFS	Total
Primary	\$ 651,451,191	-	-	-	-	\$ 651,451,191
Master	189,318,520	-	-	-	-	189,318,520
FHLMC	89,754,377	5,017,462	3,559,575	-	-	98,331,414
FNMA	185,960,326	13,053,674	7,824,420	-	-	206,838,420
GNMA	71,772,236	11,311,563	5,396,505	981,098,645	-	1,069,578,949
Third Party Investors	586,879,434	15,886,871	9,636,380	-	-	612,402,685
Subserviced	120,769,224	7,557,751	255,028	-	-	128,582,002
ResCap HFS	159,711,767	-	299,997	-	13,305,696	173,317,460
Other	19,247	25,282,624	12,541,513	-	-	37,843,383
Total Accounts Receivable	\$ 2,055,636,321	\$ 78,109,945	\$ 39,513,417	\$ 981,098,645	\$ 13,305,696	\$ 3,167,664,024
Less: Reserve for Bad Debt	44,614,691	25,282,624	12,541,513	55,501,210	-	137,940,038
Net Accounts Receivable	\$ 2,011,021,630	\$ 52,827,322	\$ 26,971,904	\$ 925,597,435	\$ 13,305,696	\$ 3,029,723,986

(a)Primary & Master represent P&I only

(b)Government claims include accrued interest

Note: Due to the nature of the Debtors' businesses, an aging of accounts receivable is not indicative of collectability and therefore an aging of accounts receivables is not maintained. The majority of the Debtors' accounts receivable are comprised of servicer advances made to investors in mortgage loans serviced by the Debtors. Such advances are made to maintain the scheduled cash flows current in the event of borrower default or delinquency and the Debtors have a priority claim to the cash flows in the event of foreclosure or liquidation. The next largest component of the Debtors' accounts receivable balance is related to governmental guarantees for loans in foreclosure.

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: October 1-31, 2012

PAYMENTS TO INSIDERS AND PROFESSIONALS

Of the total disbursements shown on the Cash Receipts and Disbursements Report (MOR-1) list the amount paid to insiders (as defined in Section 101(31) (A)-(F) of the U.S. Bankruptcy Code) and to professionals. For payments to insiders, identify the type of compensation paid (e.g. Salary, Bonus, Commissions, Insurance, Housing Allowance, Travel, Car Allowance, Etc.). Attach additional sheets if necessary.

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID DURING MONTH	TOTAL PAID TO DATE
Ally Bank	Servicing/Origination Related	\$ 76,096,680	\$ 341,356,967
Ally Bank	Loan Purchases	30,491,210	109,754,633
Ally Bank	DOJ Settlement	1,657,395	34,472,475
Ally Commercial Finance LLC	Servicing Related	380,855	2,685,403
Ally Financial Inc.	Payments for Shared Service	11,427,297	40,653,936
Ally Financial Inc.	Payroll	26,275,110	140,366,797
Ally Financial Inc.	Interest on Affiliated Borrowings	6,748,934	16,847,062
Ally Investment Management, LLC	Derivatives Collateral, net	898,553	32,447,595
Debtors' Officers & Directors, paid via Ally	Payroll	849,221	5,150,074
Independent Directors (Board of Directors)	Payroll, Travel	177,000	483,856
TOTAL PAYMENTS TO INSIDERS		\$ 155,002,254	\$ 724,218,797

Note: Certain of the affiliate transactions with Ally Bank are pass-through cash flows that the Debtor receives into its account and remits to Ally Bank the same day. Due to the requirements of the loan servicing system, cash is received into Debtor accounts on behalf of Ally Bank; these funds are then remitted from the Debtor accounts to Ally Bank on a daily basis in accordance with Regulation W.

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT ⁽³⁾	AMOUNT APPROVED DURING MONTH ⁽⁴⁾	AMOUNT PAID DURING MONTH	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
AlixPartners LLP	7/17/2012	-	-	\$ 692,400	\$ 1,547,336
Arthur J. Gonzalez, Examiner		-	-	-	86,138
Bradley Arant Boult Cummings LLP		-	-	-	3,143,495
Carpenter Lipps & Leland LLP	7/17/2012	270,749	270,749	396,954	612,815
Centerview Partners LLC	7/17/2012	-	-	480,000	721,778
Chadbourne & Parke LLP		-	-	-	3,422,853
Curtis, Mallet-Prevost, Colt & Mosle LLP		-	-	-	502,853
Deloitte & Touche LLP ⁽¹⁾	7/17/2012	236,693	236,693	236,693	874,783
Dorsey & Whitney LLP		-	-	-	418,835
Fortace, LLC	7/17/2012	78,898	78,898	389,425	239,556
FTI Consulting, Inc.		-	-	-	6,535,758
Hudson Cook, LLP		-	-	-	584,607
KPMG LLP		571,561	-	-	702,839
Kramer Levin Naftalis & Frankel LLP	7/17/2012	-	-	4,238,461	6,742,502
Kurtzman Carson Consultants LLC ⁽²⁾	5/16/2012	-	-	6,895,467	1,295,586
Kurtzman Carson Consultants LLC		75,259	-	-	94,074
Mercer (US) Inc.		-	-	-	49,738
Mesirow Financial Consulting, LLC		-	-	-	3,037,323
Moelis & Company LLC	7/17/2012	-	-	470,258	941,066
Morrison & Foerster LLP	7/17/2012	-	-	4,303,400	9,419,987
Orrick, Herrington & Sutcliffe LLP		-	-	-	573,206
Pepper Hamilton LLP		-	-	-	1,094,901
Rubenstein Associates, Inc.	7/17/2012	-	-	25,444	5,322
Towers Watson	7/17/2012	11,856	-	15,628	18,727
Severson & Werson, P.C.	7/17/2012	268,109	268,109	620,199	747,092
TOTAL PAYMENTS TO PROFESSIONALS		\$ 1,513,125	\$ 854,448	\$ 18,764,330	\$ 43,413,167

* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

⁽¹⁾ A portion of the monthly invoices will be reimbursed by Nationstar Mortgage for services performed at their request.

⁽²⁾ The Debtors are authorized to compensate the Claims and Noticing Agent in accordance with the terms of the Engagement Agreement upon the receipt of reasonably detailed invoices setting forth the services provided by the Claims and Noticing Agent. The payments only include invoiced fees, no accruals are listed.

⁽³⁾ Monthly fee statements do not require specific court approval, but are paid in accordance with the Interim Compensation Order approved by the Bankruptcy Court on July 17, 2012.

⁽⁴⁾ With the exception of Kurtzman Carson Consultants LLC's fees and expenses related to their role as Claims and Noticing Agent, the amounts approved for the monthly fee statements are 80% of fees and 100% of expenses.

**POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE
AND ADEQUATE PROTECTION PAYMENTS**

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
Ally Financial Inc.	\$ 6,748,934	\$ 6,748,934	-
Barclays Bank, PLC	2,077,250	2,077,250	-
Citibank, N.A.	1,104,724	1,104,724	-
Digital Lewisville LLC	175,228	175,228	-
FannieMae	87,760	87,760	-
Houlihan Lokey	433,653	433,653	206,447
Milbank, Tweed, Hadley & McCloy LLP	174,072	174,072	-
Skadden, Arps, Slate, Meagher & Flohm	-	-	-
Shearman & Sterling LLP	-	-	-
White & Case LLP	446,330	446,330	-
US Bank	213,105	213,105	-
TOTAL AMOUNTS	\$ 11,461,056	\$ 11,461,056	\$ 206,447

Note: The Debtors have failed to satisfy certain milestone requirements in the plan support agreements (PSAs) with the junior secured note holders and Ally Financial Inc., which relieves these parties of their obligations to perform under their PSAs. Throughout September 2012, the Debtors received notification that the junior secured note holders and Ally Financial Inc., respectively, were terminating their PSA. As a result, the Debtors will continue developing a plan of reorganization for submission consistent with the Exclusive Plan Period, as may be amended, subject to the approval of the Bankruptcy Court.

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: October 1-31, 2012

DEBTOR QUESTIONNAIRE		
Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.	Yes	No
1 Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?	X	
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5 Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on prepetition liabilities this reporting period?	X	
7 Are any post-petition receivables (accounts, notes or loans) due from related parties?	X	
8 Are any post-petition payroll taxes past due?		X
9 Are any post-petition State or Federal income taxes past due?		X
10 Are any post-petition real estate taxes past due?		X
11 Are any other post-petition taxes past due?		X
12 Have any prepetition taxes been paid during this reporting period?		X
13 Are any amounts owed to post-petition creditors delinquent?	X	
14 Are any wage payments past due?		X
15 Have any post-petition loans been received by the Debtor from any party?	X	
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X

*See Global Notes Section E. Notes to Debtor Questionnaire (MOR-7) for form explanations